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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Ouipogue Ltd.

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment + Restated
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
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<input type="checkbox"/>	Other

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Ordered By: _____

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
OUIPOQUE, LTD.**

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Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, Ouipoque, Ltd., a Florida limited partnership (the "Partnership"), whose certificate was filed with the Florida Department of State (the "Department") on December 19, 1997, does hereby submit for filing with the Department, this Amended and Restated Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

Ouipoque, Ltd.

2. The office and principal place of business for the Partnership currently is:

c/o Beaufort, Inc.
6500 Trans Canada Highway, Suite 210
St. Laurent, Quebec, Canada H4T 1X4

3. The name and address of the agent for service of process on the Partnership is:

Louise J. Allen
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

4. The name and address of the withdrawing General Partner of the Partnership is:

James & Company at Wepoc, Inc.
600 Corporate Drive, Suite 510
Fort Lauderdale, Florida 33334

5. The name and address of the new General Partner of the Partnership is:

Beaufort, Inc.
6500 Trans Canada Highway, Suite 210
St. Laurent, Quebec, Canada H4T 1X4

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6. The mailing address of the Partnership is:

c/o Beaufort, Inc.
6500 Trans Canada Highway, Suite 210
St. Laurent, Quebec, Canada H4T 1X4

7. The latest date upon which the Partnership shall dissolve is December 31, 2047.

IN WITNESS WHEREOF, the undersigned have signed this Amended and Restated Certificate of Limited Partnership as General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: July __, 1998

James & Company at Wepoc, Inc., a Florida corporation, Withdrawing General Partner

8/10/98

By: _____
Name: James F. Antonew
Title: President

Beuufort, Inc., a Florida corporation, New General Partner

By: _____
Name: _____
Title: _____

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Louise J. Allen hereby accepts his appointment as registered agent for Ouipoque, Ltd., a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: July __, 1998

Louise J. Allen

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6. The mailing address of the Partnership is:

c/o Beaufort, Inc.
6500 Trans Canada Highway, Suite 210
St. Laurent, Quebec, Canada H4T 1X4

7. The latest date upon which the Partnership shall dissolve is December 31, 2047.


IN WITNESS WHEREOF, the undersigned have signed this Amended and Restated Certificate of Limited Partnership as General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: July __, 1998

James & Company at Wepco, Inc., a Florida corporation, Withdrawing General Partner

By: _____
Name: _____
Title: _____

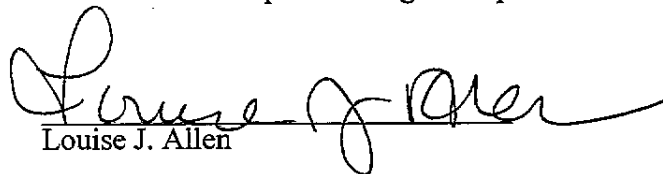
Beaufort, Inc., a Florida corporation, New General Partner

By: 
Name: LOUISE J. ALLEN
Title: PRES.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Louise J. Allen hereby accepts his appointment as registered agent for Ouipoque, Ltd., a Florida limited partnership and states that she is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: July __, 1998


Louise J. Allen